

# BYLAWS



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ASSOCIATION OF  
SCHOOL BUSINESS OFFICIALS  
INTERNATIONAL

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## ARTICLE I — ORGANIZATION

### Section 1. Name

The name of this organization is the Association of School Business Officials International.

### Section 2. Affiliations

The Board of Directors of the Association shall establish a policy setting forth the criteria to be used as a basis for other organizations to affiliate or for the Board of Directors to revoke the affiliation of an organization.

### Section 3. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

### Section 4. Audits and Financial Reports

- a. The Board shall appoint a CPA firm to audit the financial records of the Association.
- b. The Board shall publish the auditor's annual financial statement summary for the membership.

## ARTICLE II — PURPOSE

The purpose of the Association is stated in the Association's Articles of Incorporation.

## ARTICLE III — CLASSES, QUALIFICATIONS, AND RIGHTS OF MEMBERS

### Section 1. Voting Members

- a. **School Business Professional Member.** Individuals meeting the following criteria are eligible for School Business Professional membership:
  - i. An individual employed or independently/third-party contracted by a public school district, private school, parochial school, college, university, etc. to perform school business functions in an administrative or supervisory capacity.
  - ii. An individual serving as a college or university faculty member of school business or educational administration.

- iii. An individual employed by a state or provincial department of education or research laboratory.
- b. **Affiliate Executive Director.** An individual who is employed as the Executive Director, or in a senior leadership role as approved by the Executive Director, of an association affiliated with ASBO International.
- c. **Emeritus Member.** Individuals meeting the following criteria are eligible for Emeritus membership:
  - i. An individual who holds an Active membership in ASBO International at the time of their retirement from the field of school business administration.
  - ii. An individual who opts not to continue membership as an Emeritus member at the time of their retirement but desires Emeritus membership at a future date.

An individual who becomes re-employed in any area of school management or related endeavors cannot hold an Emeritus membership. If they are eligible for any other category of membership, they must select that category, i.e., School Business Professional, Corporate, Affiliate Executive Director.

- d. **Life Member.** Life members receive the same benefits as School Business Professional members. Past Presidents of ASBO International receive a Life membership. If a Life member becomes eligible for the Corporate Membership category, all voting rights are suspended during that eligibility period.

## Section 2. Non-Voting Members

- a. **District-Level Member.** An individual in a non-curriculum role who is currently employed by a school district that has joined at a district-level.
- b. **Publications Member.** An individual or institution that wants to receive Association publications but not participate in any other Association activity.
- c. **Corporate Member.** Companies, nonprofit organizations, and consultants who provide tools, resources, and services that promote best practices in school business management.
- d. **Affiliate Member.** A school business professional/practitioner in good standing of an ASBO International Affiliate or affiliated organization if that Affiliate or affiliated organization has entered into an agreement with ASBO International to be part of the ASBO International online network.
- e. **Affiliate Staff.** An individual who is employed by an Affiliate of ASBO International and is not eligible for another membership category.

- f. **Complimentary Member.** Employees of related education associations and national governmental agencies.

### **Section 3. Dues**

The dues for each membership category shall be set by the Board of Directors.

### **Section 4. Suspension and Termination**

The Board of Directors may revoke or suspend the membership of a member for cause after providing the member with due process. No member shall be expelled except by a two-thirds vote of the Board of Directors after a hearing at which the member was given an opportunity to be heard in their own defense.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall be composed of the three elected officers (President, Vice President, and Immediate Past President), and six Directors duly elected by the voting members of the Association. The Executive Director, who also serves as the Secretary-Treasurer, is a nonvoting ex-officio member of the Board.

### **Section 2. Directors**

Two Directors shall be elected annually by the voting members. The term of office shall be three years, commencing January 1 following the election.

An eligible candidate is one who has complied with the election rules as prescribed by the Board of Directors.

In the event that only one qualified member has announced their Director candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, then additional candidates may declare their candidacy in accordance with the Election Manual.

### **Section 3. Officers**

The officers of the Association shall be the President, Vice President, Immediate Past President, and Executive Director. The term of office for each officer is one year.

- a. **President.** The President shall serve as Chair of the Board of Directors and the Executive Committee, represent ASBO at special meetings, and perform other duties assigned by the Board of Directors. The President shall automatically succeed to the office of Immediate Past President on January 1 for a one-year term after having served as President.

- b. **Vice President.** The Vice President shall be elected annually by voting members. The term of office shall be one year commencing January 1 following the election. An eligible candidate is one who:
- i. Has been duly elected as Director (defined as a duly elected incumbent Director or past Director, including those who might have been elected to a one- or two-year seat on the Board as a result of the appointment process). In the event that only one qualified member has announced their candidacy to the Chair of the Election Committee in accordance with the election rules as prescribed by the Board of Directors, any duly elected incumbent Director or past Director is eligible to become a candidate for Vice President and must declare their candidacy as referenced in the Election Manual.
  - ii. Has complied with the election rules as prescribed by the Board of Directors.

The Vice President shall assume the duties and responsibilities of the President in the absence of the President and perform other duties assigned by the President and the Board of Directors.

The Vice President shall automatically succeed to the office of President for a one-year term after having served as Vice President.

- c. **Immediate Past President.** The Immediate Past President shall preside over the election process and perform other duties as assigned by the President and Board of Directors.
- d. **Executive Director.** The Executive Director shall serve as the administrative and chief executive officer of the Association. The Executive Director shall prepare the annual budget and submit it to the Board of Directors for approval.
- i. The Executive Director, or their designee, shall keep a complete and accurate record of all meetings of the Board and of the Executive Committee and shall conduct the business of the Association pursuant to these Bylaws and Board Policy.
  - ii. The Executive Director shall perform any other duties not herein specified which may be outlined by the President.
  - iii. The Executive Director shall be responsible for the day-to-day business activities of the Association. The Executive Director receives all monies due the Association and deposits or invests such monies. The Executive Director shall implement Association policies, make such business arrangements and other transactions as are feasible, practical, and in the best interest of the Association.
  - iv. The Executive Director shall attend annual meeting of the Association unless otherwise excused by the President.

## Section 4. Standard of Care

Unless otherwise provided by applicable law or these Bylaws, all powers vested by law in the Association shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of, the Board of Directors.

- a. **Standard of Care; Justifiable Reliance.** A Director shall stand in a fiduciary relation to the Organization and shall perform his or her duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Organization and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
- i. One or more officers (as such term is defined herein) or employees of the Organization whom the Director reasonably believes to be reliable and competent in the matters presented;
  - ii. Counsel, public accountants, or other persons or entities as to matters which the Director reasonably believes to be within the professional or expert competence of such person or entity; and
  - iii. A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- b. **Presumption.** Absent breach of fiduciary duty, lack of good faith, or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Organization.
- c. **Notation of Dissent.** A Director who is present (in person, by telephone, by video, or by other similar means) at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

## Section 5. Vacancies

- a. **President Vacancy.** In case of vacancy in the office of President, the Vice President shall immediately succeed to the office of President and serve for the remainder of the term and then serve their own term as President.
- b. **Vice President Vacancy.** If a vacancy in the office of Vice President occurs, the Immediate Past President shall serve as Acting Vice President for the remainder of the vacant term of office.
- c. **Director Vacancy.** In the event of a vacancy on the Board of Directors, the Board may appoint a member who meets all eligibility requirements to be a Director to fill such vacancy until the next election.

## Section 6. Resignation and Removal

A member of the Board of Directors may be removed with or without cause by the affirmative vote of two-thirds of the votes present and voted by the members provided that the Director to be removed is provided with advance notice of the meeting at which the removal is to be considered, an opportunity to contest the proposed removal in writing or in person at a meeting of the members, and final written notice of the member vote on the question. Notice of the proposed removal must be given to all members entitled to vote.

# ARTICLE V — BOARD MEETINGS

## Section 1. Notice of Meetings

- a. **Notice of Meetings.** Notice of meetings of the Board of Directors shall be given not less than thirty (30) days before the date of the meeting to each Director entitled to vote.
- b. **Notice of Special Meetings.** Except as otherwise required herein, notice of a special meeting of the Board of Directors shall be given not less than 24 hours before the date of the meeting to each Director entitled to vote.

## Section 2. Quorum

A majority of the Directors in office must be present (in person, by telephone, by video or by other similar means) at a duly called meeting of the Board of Directors in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Directors eligible to vote and present at a duly called meeting of the Board of Directors where a quorum is present shall be the acts of the Board of Directors.

### **Section 3. Content**

Notice of a meeting of the Board of Directors shall specify the place, date, and time of the meeting; the general nature of the business to be transacted at such meeting; and any other information required by any other provision of Illinois law, the Articles, or these Bylaws.

### **Section 4. Action Without Meeting**

Any action that could be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved in writing by all Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Any such consent approved in writing by all the Directors shall have the same effect as a unanimous vote of the Board of Directors.

### **Section 5. Remote Participation**

Directors or nondirector committee members may participate in and act at any meeting of the Board of Directors or the Executive Committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **ARTICLE VI — COMMITTEES**

### **Section 1. Executive Committee**

The Executive Committee shall consist of the three voting officers: President, Vice President, and Immediate Past President. The Executive Director is an ex-officio nonvoting member and shall attend Executive Committee meetings as an invited guest. The Executive Committee shall exercise powers of the Board of Directors in the management and direction of the business and conduct of the affairs of the Association during the intervals between meetings of the Board of Directors. The Executive Committee shall serve on the Audit and Finance Committee. It shall keep a record of its proceedings and shall, after each meeting, report the same to the Board of Directors for its ratification at the next meeting of the Board.

Meetings of the Executive Committee in person, by phone, or other electronic means may be called by the President and one other officer of the Association on written, oral, or electronic notice to each member of the Executive Committee not less than 24 hours prior to the meeting. A majority of the members of the Executive Committee shall constitute a quorum. There shall be no voting by proxy at the meetings of the Executive Committee.

## **Section 2. Other Committees**

The Board of Directors may establish other committees as are necessary and appropriate. Members of these committees shall be appointed in accordance with policies established by the Board of Directors. Only committees comprised solely of members of the Board of Directors may be delegated powers of the Board.

# **ARTICLE VII — MEMBERSHIP MEETINGS**

## **Section 1. Annual Meeting**

The Annual Conference shall serve as the Annual Meeting of the Members and shall be held on or before December 31 of each year on such day and at such time and place as the Board of Directors shall designate. All meetings of the members may be held either within or without the State of Illinois.

## **Section 2. Special Meetings**

Unless otherwise prescribed by state law or by the Articles, special meetings of the members may be held for any purpose or purposes and at any time on the call of the President of the Board of Directors, at the request in writing of a majority of the Board of Directors, or at the request in writing of at least five percent (5%) of the members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or members making the request.

## **Section 3. Quorum**

At all annual and special meetings of the Association, a majority of the voting members present, subject to the decision of the presiding officer, shall constitute a quorum.

## **Section 4. Notice**

- a. **Notice of Annual Meeting.** Notice of the annual meeting of the Members shall be given not less than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting.
- b. **Notice of Special Meetings.**
  - i. Except as otherwise required herein, notice of a special meeting of the members shall be given not less than five (5) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote.
  - ii. Pursuant to Illinois law, notice of a special meeting of the members shall be given not less than twenty (20) days nor more than sixty (60) days before the date of the meeting to each member if the members are to discuss and/or approve at such meeting any of the following:

1. the removal of one or more directors;
  2. the adoption of any plan for the merger or consolidation of the Association;
  3. the adoption of any plan for the division or conversion of the Association;
  4. the sale of all or substantially all of the assets of the Association; or
  5. the adoption of any plan for the dissolution or liquidation of the Association.
- c. **Content.** Notice of a meeting of the Members shall specify the place, date, and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of Illinois law, the Articles, or these Bylaws.

## ARTICLE VIII — VOTING

### Section 1. Annual Election

The Annual Election shall be conducted according to the election rules as prescribed by the Board of Directors. All voting members, as defined in Board Policy, shall be eligible to receive one vote. The votes shall be tabulated and verified by the Election Committee Chair and the results shall be announced in accordance with the election rules prescribed by the Board of Directors.

### Section 2. Remote Participation

Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

### Section 3. Action by Ballot

Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action that may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting, in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered, provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the

date the ballot is delivered. Such informal action by members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

## ARTICLE IX — INDEMNIFICATION

### Section 1. Limitation of Liability

To the fullest extent permitted by Illinois law, a Director or Officer shall not be personally liable to the Association or others for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Article IX shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state, or federal law.

### Section 2. Indemnification

- a. **Indemnification.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or Officer or an employee, secondee, contractor, representative, or agent of the Association, or is or was serving, at the request of the Association, as a Director or Officer or as an employee, secondee, contractor, representative, or agent of another corporation, partnership, association, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness.
- b. **Advance of Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, secondee, contractor, representative, or agent to repay such amount if it shall be ultimately determined that they are not entitled to be indemnified by the Association as authorized in this Article.
- c. **Indemnification Not Exclusive.** The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Board of Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer,

employee, secondee, contractor, representative, or agent, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

- d. **Insurance, Contracts, Security.** The Association may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article or otherwise, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

### **Section 3. Effect of Amendment**

Any amendment, repeal, or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director or Officer or any right of any person to indemnification from the Association with respect to any action or failure to take any action occurring prior to the time of such amendment, repeal, or modification.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

The most recently published edition of Robert’s Rules of Order, Newly Revised shall govern in all official meetings of the Association.

## **ARTICLE XI — POLICY MANUAL**

To supplement these Bylaws, there shall be constituted and maintained a Policy Manual containing additional rules, regulations, and procedures approved by the Board, as amended from time to time, to be used in managing the affairs of the organization.

## **ARTICLE XII. AMENDMENT OF THE BYLAWS**

Amendments to the Bylaws are submitted to the Bylaws Committee and approved by the Board of Directors. If a majority of the Board approves the proposed amendments, they shall then be voted upon by the eligible membership as part of the Annual Election, provided advance notice pursuant to the notice requirement in Article VII, Section 4 of these Bylaws. If a majority of the Board does not approve a proposed amendment, it will be tabled and reconsidered the succeeding year by the Bylaws Committee. Bylaw amendments require a two-thirds majority of the votes cast for passage. All amendments shall become effective upon approval by the membership unless a later date is stated in the amendment.